

SPOKES AND SPURS, INC. BY-LAWS

ARTICLE 1 - NAME AND OBJECTIVES

The Corporation is a nonprofit Corporation known as Spokes and Spurs, Inc. ("Association") and has been incorporated under the laws of the Commonwealth of Kentucky. It exists for the following purposes:

- 1) Providing information and educational opportunities relating to all aspects of carriage driving to both the public and the members of the Club
- 2) Fostering amateur sports competition by encouraging the participation in equine activities by the public and engagement by the members in amateur equine competitions, including, but not limited to, amateur competitive carriage driving, combined driving events and pleasure shows.
- 3) To establish and maintain a non-profit medium for the promotion of recreational riding and exchange of information regarding the study of carriage driving, the selection appropriate tack, horses and carriages for the intended use and the dissemination of such informational material both to the general public and to the association's membership while promoting a mutually beneficial relationship among the members.
- 4) To operate this club exclusively for historic, literary and educational purposes. No part of its net earnings, if any, shall inure to the benefit of any private individual and no substantial part of its activities shall be carrying on of propaganda, or otherwise attempting, to influence legislation and it shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- 5) To do all things necessary, suitable and proper for the accomplishment of the above purposes and any one or more of them.

ARTICLE II - MEMBERSHIP

Section 1 - Any person of good character who is interested in participating in any of the objectives stated in Article 1 is eligible for membership without regard to race, sex, religion or national origin upon the payment of dues. Membership may be refused by the Board of Directors but must be based on proof that granting of membership to an individual or organization would cause direct harm to the Association.

Section 2 - Members whose dues are not more than one month (30 days) in arrears or are paid up shall be considered members in good standing. Only members in good standing shall be qualified to hold office, to be a member of a committee or to vote for the election of directors.

Section 3 - Members may not act for the Association unless specifically authorized by a majority of the Officers of the corporation. No member may incur an obligation for the

Association unless he or she is an Officer having such authority or has been specifically authorized by a majority of the Officers of the Corporation.

Section 4 - Classes of membership shall be as follows:

Regular Membership shall be accepted upon application and payment of dues unless barred by the provisions of Article II, Section 1 above.

Junior Membership shall be granted to any individual under the age of eighteen years. All Junior Members must have signed consent and waiver forms prior to engaging in horse related activities at Association functions. Junior members under the age of sixteen years must be accompanied by an adult member when engaged in horse related activities at Association functions.

Sustaining Membership may be granted to any individual so applying and paying a stipulated amount above and beyond that normally paid as dues by the regular members. The amount of these dues will be set by the Board and changed as conditions warrant. Funds derived from this class of dues, which are above and beyond the amount charged for regular membership dues, shall be set aside in a special fund and used for special projects and activities as may be directed by the Board from time to time.

Honorary Membership may be awarded, on an annual basis, by a majority of the Officers of the corporation, to any nonmember who they deem worthy of the honor by reason of the Honoree's assistance in the work or interest in the goals of the Association. Honorary Members shall possess all the rights and privileges of regular membership.

Section 5 - Membership shall be terminated automatically upon nonpayment of dues within thirty-one (31) days from date due. Membership may be terminated for conduct unbecoming a member or for other crimes and misdemeanors, upon petition of ten (10) members in good standing, and the unanimous consent of the Officers of the Corporation. The individual so terminated shall have the right to an oral or written hearing before the Board of Directors at the member's own expense. Termination will be effected by the Officers only if substantive evidence is presented which would prove that retention of a member would be a detriment to the reputation, efficient functioning, or credit of the Association.

Section 6 - Membership in the Association shall not constitute members of the Association as partners for any purpose. No member, officer, or agent of the Association shall be liable for the acts or failure to act on the part of any other member, officer or agent. Nor shall any member, officer or agent be liable for the member's, officer's or agent's acts or failure to act under the Bylaws, excepting only acts or omissions to act arising out of member's, officer's or agent's own willful malfeasance or misfeasance.

ARTICLE III - ANNUAL MEETING AND ELECTION OF DIRECTORS

Section 1 - Annual meetings of the members shall be held pursuant to notice by the Secretary at such time and place as designated in the notice thereof. Said notice shall be delivered by posting in the newsletter of the Corporation. The primary purpose of such

meeting shall be to elect the officer for the upcoming year. A majority of the members shall constitute a quorum for election of officer at the annual meeting.

Section 2 - Officers shall be nominated by any member in good standing at the Annual Meeting. Officers shall be elected by vote of the membership. Only members in good standing are eligible to vote. Each individual member shall be entitled to only one vote. The nominees receiving the greatest number of votes shall be elected.

ARTICLE IV - DUES

The amount of dues shall be established by the Officers of the Corporation based on the normal operating costs of the Association.

ARTICLE V - TRANSACTION OF BUSINESS

Section 1 - The business and affairs of the Association shall be managed by its Officers.

Section 2 - The Officers shall assume office effective upon the announcement of their election at the Annual Meeting and will organize themselves as soon as possible thereafter.

Section 3 - Should a vacancy occur before completion of a term, such vacancy may be filled by the affirmative vote of a majority of the remaining officers, though less than a quorum.

Section 4 - The annual meeting of the officers shall be held without notice other than this bylaw immediately after the annual meeting of members to elect such officers of the corporation for the upcoming year and to address any other business as may properly come before them. The officers may provide, by resolution, the time and place for holding of additional regular meetings without notice other than such resolution.

Section 5 - Notice of any special meeting shall be given at least five days prior thereto by written notice delivered personally or mailed to each officer at his home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid. Any officer may waive notice of any meeting. The attendance of an officer at any meeting shall constitute a waiver of notice of such meeting, except where an officer attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any notice required hereunder shall state the time and place of the meeting. Neither the business to be transacted, nor the purpose of, any annual, regular or special meeting need be specified in the notice or waiver of notice of such meeting.

Section 6 - A majority of the officers shall constitute a quorum for the transaction of business at any meeting, provided that if less than a majority is present at said meeting, a majority of the officers present may adjourn the meeting without further notice.

Section 8 - An act of the majority of the officers present at a meeting at which a quorum is present shall be the act of the officers.

Section 9 - No officer shall receive compensation for his services as officer. Reasonable expenses incurred by any director by reason of his duties or responsibilities as an

officer may be paid by the corporation. Nothing contained herein shall be construed to preclude any officer from serving the corporation in any other capacity and receiving compensation for such service.

Section 10 - Any action required or permitted to be taken at a meeting of the officers, or any action which may be taken at a meeting of the officers or of a committee, may be taken without a meeting if a consent, in writing, setting forth the action so taken shall be signed by all of the officers and included in the minutes or filed with the corporate records. Such consent shall have the same effect as a unanimous vote.

ARTICLE VI - OFFICERS

Section 1 - The officers of the corporation shall be a president, a vice president, a secretary, a treasurer and such other officers whose duties may be fixed from time to time by the members of the corporation and who are elected in accordance with the provisions of this article.

Section 2 - Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. After the initial election of officers at the corporation's organizational meeting, the officers of the corporation shall be elected every year by the members at the annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as shall be convenient. Vacancies may be filled or new offices created and filled at any meeting of the members.

Section 3 - The Executive Officers of the Association shall be:

President - The President shall be the Chief Executive Officer of the Association and shall be responsible for carrying out the policies and programs adopted by the Board. The President shall preside at all Annual Meetings of the Association and at all other business meetings: The President shall have general and active management of the business of the Corporation; shall sign all contracts entered into by the Association and shall have all the general powers and duties of supervision and management usually vested in the office of President of a Corporation. The President shall represent the membership of the Association in all relations with other organizations, corporations and individual persons.

Vice-President - The Vice-President shall assist the President in such duties as the President may direct, shall act on behalf of the President in the event of absence. The Vice President shall, until such time as the Board shall appoint a replacement, succeed to the office of President should the incumbent die, resign or otherwise be removed from office.

Secretary - The Secretary shall be responsible for all official records of the Association; shall take and transcribe minutes of the meetings of the officers and the meetings of the general membership, such minutes to be available for distribution to those Association members requesting a copy no later than thirty (30) days after the date of the meetings; shall sign correspondence on behalf of the Association and shall perform all other duties normally associated with the Office of Secretary of a Corporation. The Secretary, or other persons appointed as necessary (see Media officer), shall edit, produce and administer the Association's periodicals and publications.

Treasurer - The Treasurer shall have general supervision of and responsibility for the fiscal operation of the Association under policies as determined by the members; shall maintain a current roster of members; shall perform all other duties normally associated with the Office of Treasurer of a Corporation. The Treasurer shall present a brief financial statement at each Annual Meeting of the membership, and the Treasurer, if directed by the officers, shall present a monthly report of Association finances to the officers. The Treasurer may sign all financial instruments and documents.

The Treasurer shall keep the monies of the Association in a separate account(s) to the credit of the Association. The Treasurer shall disburse the funds of the Association as may be ordered by the Executive Officers of the Association, making proper vouchers for such disbursements, and shall render to the Executive Officers of the Association an accounting of all the transactions on behalf of the Association as may be required and at least once yearly, prior to the Annual Meeting. The Treasurer will be bonded in an appropriate amount if deemed necessary by the officers.

Media Officer -The Media Officer shall act as the primary contact with the club membership including creating and distributing the newsletter; continually updating social media; contributing to website changes and updates; and monitoring the e-mail account. The Media Officer may request members to contribute articles for the newsletter.

Section 4 –

- a. The Executive Officers shall serve a term of two (2) years commencing at the first each Annual Meeting. They shall serve without compensation.
- b. No officer shall serve for more than 2 consecutive terms with the exception of Treasure. (Voted and approved upon annual meeting 2012)

Additional necessary offices shall be created by the Executive Officers and the responsibilities for each office set by the Executive Officers at the time of creation. Operating Officers shall be approved by a majority of the Executive Officers and shall be members of the Association in good standing and volunteers for the position, and shall serve without compensation until the next meeting held in conjunction with the yearly general meeting of the membership. Incumbents of any or all of the operating officials positions may be re-appointed by the Executive Officers at their discretion

Section 5 - The Executive and Operating Officers may be removed from office by the Members or by the Executive Officers for administrative reasons or for malfeasance and or misfeasance in discharging their duties. Action to remove an Executive or Operating Officer on grounds of alleged malfeasance and/or misfeasance may be initiated as

follows:

- a. By majority vote of the remaining Officers, or
- b. By a petition signed by at least (10) members in good standing made to the Officers

citing the alleged incident(s) of malfeasance or misfeasance.

The Officers shall consider all available evidence relating to the charge(s) and shall afford the accused officer the opportunity to present written or oral evidence in the accused officer's own behalf, at the accused officer's own expense. Removal shall require:

a. For an Executive Officer - Unanimous vote of the remaining Officers. b.

For an Operating Officer - A majority of the Executive Officers.

Section 6 - Operating Officers shall be appointed as appropriate and as volunteers become available in order to make an equitable distribution of workload.

Section 7 - If, in the judgment of the Executive Officers, the activities of the Association may be improved and the goals furthered by employment of commercial agents for services as necessary to accomplish the missions of the Association, such persons may be employed. The Executive Officers shall constantly endeavor to obtain the best possible quality and most economical service. If, in the judgment of a majority of the Executive Officers, the goals of the Association would be furthered by the hiring of capable personnel to perform any type of work for the Association, they may do so.

ARTICLE VII - COMMITTEES

The Executive Officers may establish such committees as they deem necessary to carry forth the functions of the Association. Such committees shall conduct their business in accordance with the purposes of the Association as set forth in the Corporate Charter and these Bylaws. There shall be no standing committees.

ARTICLE VIII - PUBLICATIONS

Section 1 - The Association shall publish a newsletter for free distribution to its membership, which publication shall be the principal benefit of the membership. The frequency, content and administration of the periodical shall be under the general supervision of the Executive Officers and under the direct oversight of the Secretary. Such other publications as may be convenient or necessary shall be published from time to time as determined by the Executive Officers.

Section 2 - Other pamphlets, books, maps, booklets, and miscellaneous publications may be produced as funds and materials become available.

Section 3 - All periodicals and publications of the Association, at the discretion of the Board, may be made available for sale to nonmembers but at a higher rate than that charged to members.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall commence with the first day of July and shall end with the thirtieth day of June of the following year.

ARTICLE X - CONTRACTS. LOANS. CHECKS AND DEPOSITS

Section 1 - A majority of the Executive Officers may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2 - No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Officers. Such authority may be general or confined to specific instances.

Section 3 - Any officer may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes of or for any special purpose of the corporation.

Section 4 - No officer shall make charitable contributions in the name of, from the funds of, or on behalf of the corporation without prior authorization by the members of the association.

ARTICLE XI - AMENDMENT

Amendment to these Bylaws will be by majority vote of the Executive Officers. Members wishing to propose amendments may present drafts of their proposals to any Executive Officer at any time. Notwithstanding the above, the members may amend, alter, change, add to or repeal these bylaws at any time.

ARTICLE XII - DISSOLUTION

Upon the dissolution of the Association all its assets and property shall be turned over to another non-profit equine organization.

IN WITNESS WHEREOF, The incorporators have hereunto set their hand, this the 3rd day of February 2012. **Kathi Davis, Cathy Perkins-Mackee, Leslie Bebensee,**

Kathy Courtemanche, Pam Martinolich, Carrie Ostrowski

Amended and updated: April 29, 2020 David Gaston, Ann Katona, Jennifer Harber, Hugh Bellis-Jones, Kathy Courtemanche